WHITBREAD PLC

Notice of Annual General Meeting 2026

Thursday 18 June 2026

Whitbread PLC
(Incorporated and registered in England and Wales under number 4120344)

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you are advised to consult your stockbroker, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your shares in Whitbread PLC (the 'Company'), please send this document and the accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

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ATTENDING THE ANNUAL GENERAL MEETING

The AGM is an important event in the calendar for the Company and its shareholders. The AGM will be held as a physical meeting.

Where will the AGM be held?

The AGM will be held at our registered office at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

How can I attend the AGM?

Previously we have offered a webcast for shareholders who could not attend in person, but the number of shareholders using this service was very low and did not justify the cost. We have therefore taken the decision to return to a physical meeting only.

How can I vote at the AGM?

Your vote is important to us and you are encouraged to vote either in advance of the AGM or on the day. All resolutions at the AGM will be put to shareholders by way of poll rather than a show of hands.

If you will not be attending the meeting or otherwise wish to vote in advance, you may appoint a proxy by post, online through CREST or via Proxymity as further detailed in the Important Information section of this Notice.

How can I ask questions at the AGM?

Shareholders will be able to submit questions in advance of the AGM by emailing them to agmquestions@whitbread.com.

Questions must be submitted by 5pm on Wednesday 17 June 2026.

Shareholders attending the meeting will be able to ask questions as usual.

INTRODUCTION

This document is important and requires your immediate attention. It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on Thursday 18 June 2026.

Notice is hereby given that the Annual General Meeting (the 'AGM') of the Company will be held at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE on Thursday 18 June 2026 at 2.30pm to consider and, if thought fit, pass the following resolutions, with resolutions 1 to 18 being put as ordinary resolutions and resolutions 19 to 22 being put as special resolutions.

Voting on each of the following resolutions will be taken on a poll, rather than on a show of hands. This reflects current best practice and ensures that shareholders who have appointed the Chair of the meeting as their proxy have their votes fully taken into account.

Ordinary resolutions

Annual Report and Accounts

1. To receive and consider the Annual Report and Accounts (incorporating the reports of the directors and auditor and the strategic report) for the year ended 26 February 2026.

Remuneration

2. To approve the Annual Report on Remuneration as contained in pages 124 to 136 of the Annual Report and Accounts for the year ended 26 February 2026.

Final dividend

3. To declare a final dividend of 60.6 pence per ordinary share in the Company in respect of the year ended 26 February 2026 due and payable on 3 July 2026 to ordinary shareholders on the Company's register of shareholders at 5.00pm on 22 May 2026.

Directors

4. To elect Christine Hodgson as a director.
5. To elect Jonathan Howell as a director.
6. To re-elect Kal Atwal as a director.
7. To re-elect Horst Baier as a director
8. To re-elect Frank Fiskers as a director.
9. To re-elect Richard Gillingwater as a director.
10. To re-elect Karen Jones as a director.
11. To re-elect Hemant Patel as a director.
12. To re-elect Dominic Paul as a director.
13. To re-elect Shelley Roberts as a director.
14. To re-elect Cilla Snowball as a director.

Auditor

15. To reappoint Deloitte LLP as the auditor of the Company to hold office until the conclusion of the Company's next AGM.
16. To authorise the Board, through the Audit Committee, to set the auditor's remuneration.

Political donations

17. That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised to:

    (A) make political donations to political parties and/or independent election candidates;

    (B) make political donations to political organisations other than political parties; and

    (C) incur political expenditure,

    (as such terms are defined in Sections 363 to 365 of the Act) not exceeding £25,000 in total from the date of the passing of this resolution until the conclusion of next year's AGM (or, if earlier, until the close of business on 18 September 2027).

Directors' authority to allot shares

18. That the Board be generally and unconditionally authorised in accordance with Section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

    (A) up to a nominal amount of £42,940,371 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and

    (B) comprising equity securities (as defined in the Act) up to a nominal amount of £85,880,742 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):

        (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

        (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

    and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

    such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 18 September 2027) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

General authority to disapply pre-emption rights

19. That, if resolution 18 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

    (A) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of resolution 18, by way of a pre-emptive offer (including a rights issue or open offer) only):

        (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

        (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

    and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

    (B) in the case of the authority granted under paragraph (A) of resolution 18 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £6,441,055,

    such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 18 September 2027) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Additional authority to disapply pre-emption rights

20. That, if resolution 18 is passed, the Board be given the power in addition to any power granted under resolution 19 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (A) of resolution 19 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

    (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £6,441,055; and

    (B) used only for the purposes of financing a transaction which the Board determines to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice or for the purposes of refinancing such a transaction within six months of its taking place, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 18 September 2027) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Company's authority to purchase ordinary shares

21. That, pursuant to Section 701 of the Act, the Company be generally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Act) of up to 16,774,154 ordinary shares (of any nominal value from time to time) in the capital of the Company provided that:

    (A) the minimum price (exclusive of expenses) which may be paid for each ordinary share is the nominal amount of that share;

    (B) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time; and

    (C) this authority will apply until the conclusion of the AGM of the Company to be held in 2027 (or, if earlier, 18 September 2027) but during this period the Company may enter into a contract to purchase ordinary shares which would, or might, be completed or executed wholly or partly after this authority has ended and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not ended.

General meetings

22. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board



Clare Thomas
General Counsel and Company Secretary
12 May 2026

Registered office
Whitbread PLC
Whitbread Court
Houghton Hall Business Park, Porz Avenue
Dunstable, Bedfordshire LU5 5XE

Registered in England and Wales No. 4120344

IMPORTANT INFORMATION CONCERNING THE MEETING

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice for shareholders who returned one last year.
2. The return of a completed Form of Proxy, or any electronic or CREST or Proxymity proxy instruction (as described in paragraph 4 below), will not in itself prevent a shareholder attending the AGM and voting in person if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
3. To be effective, the instrument appointing a proxy, together with any power of attorney or other authority under which it is signed, or a duly certified copy thereof, must be deposited at the offices of the Company's registrars, PXS 1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL, not later than 2.30pm on Tuesday 16 June 2026 or, in the case that the meeting is adjourned, not less than 48 hours before the time appointed for the adjourned meeting (excluding non-working days).

   Proxy appointments submitted via the internet at www. whitbread-shares.com must be received not later than 2.30pm on Tuesday 16 June 2026 or, in the case that the meeting is adjourned, not less than 48 hours before the time appointed for the adjourned meeting (excluding non-working days).
4. If you are a user of the CREST system (including a CREST Personal Member), you may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the CREST message must be received by the issuer's agent (ID number RA10) not later than 2.30pm on Tuesday 16 June 2026 or, in the case that the meeting is adjourned, not less than 48 hours before the time appointed for the adjourned meeting (excluding non-working days). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message.

   CREST Personal Members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual (available via www. euroclear.com). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

   If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged no later than 48 hours before the time of the AGM, in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting (excluding non-working days). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of shareholders of the Company as at close of business on Tuesday 16 June 2026.

   If the meeting is adjourned, entitlement to attend and vote will be determined by reference to the register of shareholders of the Company as at close of business two days prior to the adjourned meeting (excluding non-working days). Changes to the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.
7. The right to appoint proxies does not apply to persons nominated to receive information rights under Section 146 of the Act. Persons nominated to receive information rights under Section 146 of the Act who have been sent a copy of this Notice are hereby informed that they may have a right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for this meeting.

   If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.
8. In the case of joint holders, where more than one of the joint holders purports to vote (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other voters on the register for the share.
9. Under Section 527 of the Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.

   The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

10. Any shareholder attending the meeting has the right to ask questions. The Company will endeavour to respond to any questions submitted in advance of the meeting and which relate to the business of the meeting which are submitted via email to agmquestions@whitbread.com prior to 5.00pm on Wednesday 17 June 2026.

    In relation to questions submitted in advance, answers will be grouped thematically, and provided during the AGM, and made available on our website at www.whitbread.co.uk in the days following the meeting.

    Questions may not be answered where (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company that the question be answered.

11. If you hold your shares in the Whitbread Shareholder Account, your shares are held on your behalf in the name of MUFG Corporate Markets Trustees (Nominees) Limited, a wholly owned subsidiary of the administrators of the Whitbread Shareholder Account, MUFG Corporate Markets Trustees (UK) Limited. MUFG Corporate Markets Trustees (Nominees) Limited is the registered shareholder but you can tell it how you want the votes in respect of your shares to be cast at the AGM by completing and returning a Form of Instruction or via the internet at www.whitbread-shares.com. To be valid, in either case the Form of Instruction must be received by no later than 2.30pm on 15 June 2026 (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

    If you would prefer to attend and/or vote at the Annual General Meeting, or appoint someone else to attend the Annual General Meeting and vote on your behalf, you must confirm this to MUFG Corporate Markets Trustees (Nominees) Limited by email to nominee.enquiries@cm.mpms.mufg.com or in writing by contacting MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL by no later than 2.30pm on 15 June 2026 (or if the AGM is adjourned, 72 hours before the time fixed for the adjourned AGM, excluding any UK non-working days).

12. Copies of the following documents will be available for inspection at the registered office of the Company, Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE, during usual business hours (Saturdays, Sundays and public holidays excepted) from the date this Notice is mailed until the close of the AGM, at the place of the meeting for 15 minutes before and during the meeting and on the Company's website (www. whitbread.co.uk):

    (A) the audited accounts of the Company for the financial years ended 27 February 2025 and 26 February 2026; and

    (B) the directors' service contracts and terms of appointment.

    Copies will also be available for inspection from the date this Notice is mailed until the close of the AGM at Slaughter and May, One Bunhill Row EC1Y 8YY during usual business hours (Saturdays, Sundays and public holidays excepted).

    A copy of this Notice, and other information required by Section 311A of the Act, can be found at www.whitbread.co.uk.

    Shareholders should only use any electronic address provided in either this Notice or any related documents (including the Chair's letter and the Form of Proxy) to communicate with the Company for the purposes expressly stated.

    At the close of business on 7 May 2026, the Company had 180,196,253 ordinary shares in issue, of which 12,454,718 ordinary shares were held in treasury. Therefore, the total number of voting rights in the Company was 167,741,535. The ordinary shares have a nominal value of 76 122/153 pence each.

13. The Company may process personal data of attendees at the AGM. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at www.whitbread.co.uk/privacy-policy.

Ordinary resolutions

Resolutions 1 to 18 are proposed as ordinary resolutions.

This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 19 to 22 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1

Resolution 1 is the usual resolution to receive and consider the Annual Report and Accounts for 2025/26. The Annual Report and Accounts is available on the Company's website (www.whitbread.co.uk) or on request from MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Resolution 2

Companies quoted on the London Stock Exchange are required to put an ordinary resolution to shareholders at the AGM seeking approval of the Annual Report on Remuneration. This report is set out in full on pages 124 to 136 of the Annual Report and Accounts. The vote is advisory only, however, and the directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolution 3

Resolution 3 is to declare a final dividend of 60.6 pence per share in respect of the year ended 26 February 2026. Subject to the passing of resolution 3 approving the dividend at the AGM, shareholders will be offered the opportunity to reinvest the cash dividend they receive in the Company's shares by participating in the Dividend Reinvestment Plan (DRIP) offered by the Company's registrars, MUFG Corporate Markets, a trading name of MUFG Corporate Markets Trustees (UK) Limited. The full terms and conditions and further information about how to participate in the DRIP can be obtained electronically through the Shareholder Portal at www.whitbread-shares.com or by contacting MUFG on +44 (0) 344 855 2327. (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 and 17.30, Monday to Friday excluding public holidays in England and Wales.) Shareholders who hold their shares in CREST and wish to elect to participate must do so by means of the relevant CREST procedures.

Resolution 4 to 14

The UK Corporate Governance Code (the 'Code') recommends that directors should be subject to annual re-election by shareholders.

The most recent Board evaluation confirmed that the Company has sufficient skills, experience and knowledge at Board level. The Chair confirms that each director continues to be effective and demonstrates commitment to his or her role, and that their contribution is important to the Company's long-term sustainable success.

The Senior Independent Director and the non-executive directors confirm that this is also true of the Chair.

The full biographical details of all directors being proposed for election or re-election can be found on pages 9 to 10 of the Annual Report and Accounts and in Appendix 1 at the end of this Notice. Each director has experience in a key sector which relates to the Company's current business model or plans for future growth (for example, travel and hospitality, digital, property or international), and the Company can confirm that their contribution continues to be relevant and important to its success.

Resolutions 15 and 16

Resolution 15 is to reappoint Deloitte LLP as the Company's auditor, to serve until the conclusion of the Company's next AGM and resolution 16 is to authorise the Board, through the Audit Committee, to set the auditor's remuneration.

Resolution 17

Part 14 of the Act prohibits companies from making political donations exceeding £5,000 in aggregate in any 12-month period to: (i) political parties, (ii) other political organisations, and (iii) independent election candidates, and from incurring political expenditure without shareholders' consent.

As the definitions used in the Act are broad, it is possible that normal business activities, which might not be thought to be political expenditure in the usual sense, could be caught. For example, funding seminars and other functions to which politicians are invited, supporting certain bodies involved in policy review and law reform as well as making certain charitable donations may be regarded as political in nature.

It remains the policy of the Company not to make political donations or incur political expenditure within the ordinary meaning of those words and the Board has no intention of using the authority for that purpose. The authority being sought in this resolution is being sought as a precaution to ensure that the Company's normal business activities are within the Act.

Resolution 18

Paragraph (A) of resolution 18 would give the Board the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £42,940,371 (representing 55,913,845 ordinary shares of 76 122/153 pence each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 May 2026, the latest practicable date before publication of this Notice.

In line with guidance issued by the Investment Association (IA), paragraph (B) of this resolution would give the Board authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer (including a rights issue or open offer in favour of ordinary shareholders up to an aggregate nominal amount equal to

£85,880,742 (representing 111,827,690 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution.

This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 May 2026, the latest practicable date before publication of this Notice.

The authority sought under this resolution will expire at the earlier of 18 September 2027 and the conclusion of the AGM of the Company held in 2027.

The Board has no present intention to exercise the authority sought under this resolution, except under paragraph (A), if necessary to satisfy the consideration payable for businesses to be acquired.

However, if it does exercise the authority, the Board intends to follow IA recommendations concerning their use.

As at 7 May 2026 (being the latest practicable date prior to the publication of this Notice), the Company held 12,454,718 shares as treasury shares, representing 7.5% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

Special resolutions

Resolutions 19 and 20

Resolutions 19 and 20 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. They would give the directors the power to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 19 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £6,441,055 (representing 8,387,076 ordinary shares).

This aggregate nominal amount represents approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 May 2026, the latest practicable date before publication of this Notice.

Resolution 20 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles published in 2022 (the 'Principles'). The power under resolution 20 is in addition to that proposed by resolution 19 and would be limited to allotments or sales of up to an aggregate nominal amount of £6,441,055 (representing 8,387,076 ordinary shares). This aggregate nominal amount represents an additional 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 7 May 2026, the latest practicable date before publication of this Notice.

In respect of the authorities sought under resolutions 19 and 20, the Board acknowledges the increased limits set out in the Principles. However, at this time, the Board considers it appropriate to retain the limits of 5% of the issued ordinary share capital of the Company in resolutions 19 and 20 and has not adopted the increased limits of 10% set out in the Principles, nor do the resolutions specifically provide for follow-on offers.

The Board will keep emerging market practice under review but considers that the limits of 5% provide sufficient flexibility to the Company at present.

The directors have no present intention to exercise the powers sought by resolutions 19 or 20. The directors confirm that should they utilise the authorities in resolutions 19 and 20, they intend to follow the shareholder protections set out in Part 2B of the Principles to the extent reasonably practicable and relevant (the Company is not seeking authority for follow-on offers).

The powers under resolutions 19 and 20 will expire at the earlier of 18 September 2027 and the conclusion of the AGM of the Company held in 2027.

Resolution 21

This resolution, which will be proposed as a special resolution, will renew the authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares) as at 7 May 2026 (being the latest practicable date prior to the publication of this Notice).

The maximum and minimum prices to be paid are set out in the resolution. Having the power to buy back shares enables the Board to act without delay.

This power will only be used by the Board if it considers such a purchase would be in the best interests of the Company, and of shareholders generally, and could be expected to result in an increase in earnings per share. In reaching such a decision, the Board would take into account the market conditions prevailing at the time, the investment opportunities otherwise open to the Company and the Company's overall financial position.

Ordinary shares purchased pursuant to this authority (and under the Programme) may be cancelled or (to the extent permitted by law) held in treasury.

The Company would consider holding any of its own shares that it purchases as treasury shares. This would give the Company the ability to re-issue the treasury shares quickly and cost-effectively, and would provide the Company with additional flexibility in the management of its capital base. As at 7 May 2026 (being the latest practicable date prior to the publication of this Notice), the Company held 12,454,718 shares as treasury shares, representing 7.1% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

The total number of options over ordinary shares outstanding as at 7 May 2026 (being the latest practicable date prior to the publication of this Notice) was approximately 1.3m, representing approximately 0.8% of the Company's issued ordinary share capital (excluding any treasury shares) at that date.

Resolution 22

This resolution, which will be proposed as a special resolution, will renew an authority granted at last year's AGM to allow the Company to call general meetings other than an AGM on 14 clear days' notice.

If approved, this resolution will enable the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

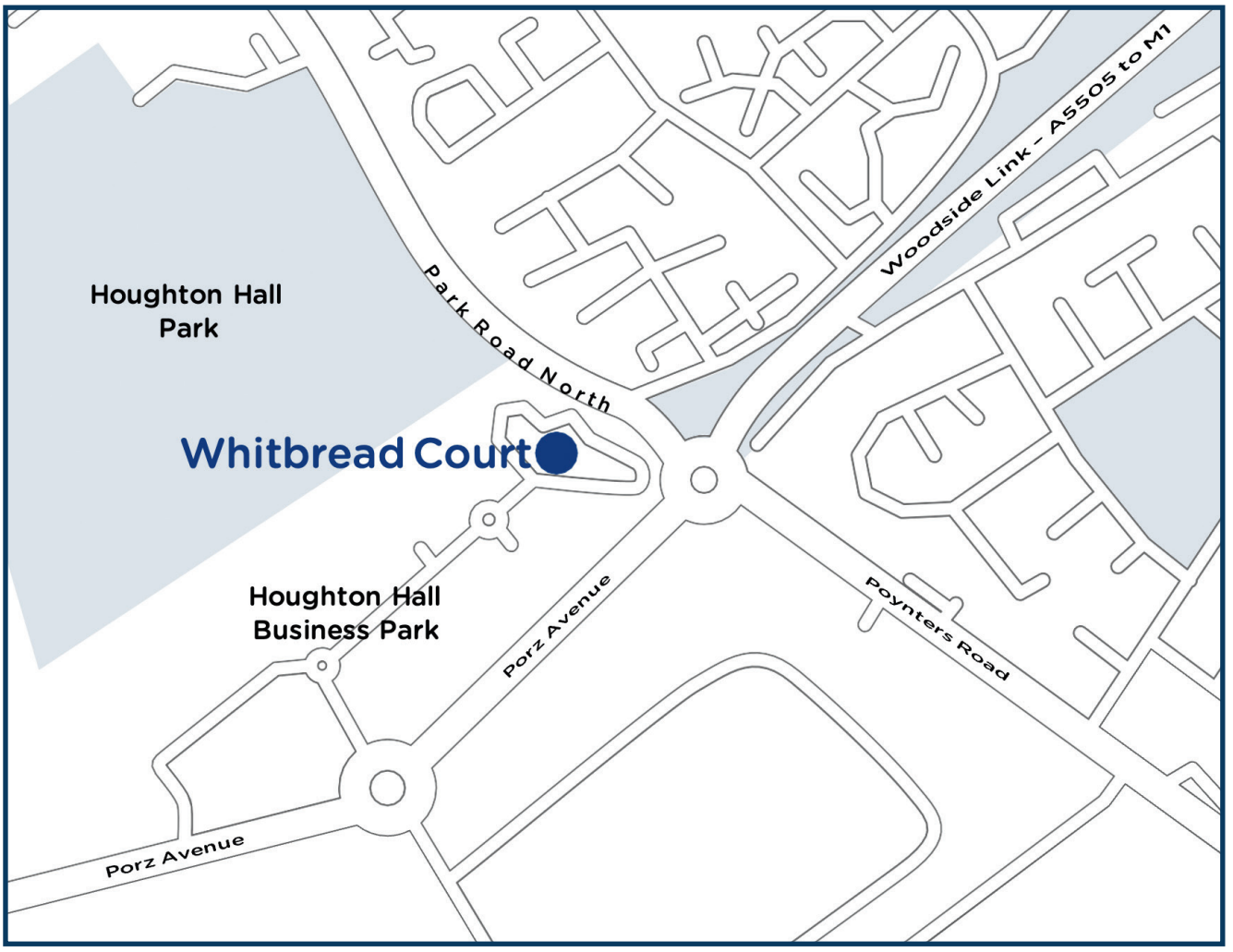
The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole and noting also the recommendations of the Code with which the Company would intend to comply.

Shareholders should note that in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The directors will be voting in favour of the proposed resolutions in respect of their own personal shares and unanimously recommend that you do so as well.

DIRECTIONS TO WHITBREAD COURT



By road from M1

- Leave the motorway at junction 11 taking the A505 to Dunstable.
- Travel to the Poynters Road roundabout.
- Take the third exit (Poynters Road) to Houghton Regis.
- Travel to the next roundabout.
- Take the first exit into Porz Avenue.
- At the next roundabout take the third exit into Houghton Hall Business Park.
- At the next roundabout take the second exit.
- Whitbread Court is directly in front of you.

By rail

- Leagrave train station is on the main line from London St Pancras.
- Whitbread Court is a ten-minute taxi ride from Leagrave train station.
- For more information on train times visit www.thetrainline.com or call 03457 484950.

APPENDIX 1 – BOARD OF DIRECTORS

Christine Hodgson CBE (N) (R)
Chair

Board tenure:
Appointed September 2025

Nationality: British

External appointments:
- Severn Trent Plc (Chair)
- Newton Group Holdings Limited (Chair)
- Spencer Stuart (non-executive director)

Career:
Christine Hodgson is a highly experienced FTSE 100 Chair with a strong background in finance, technology and sustainability leadership. She has held senior roles across the technology and consumer-facing sectors and working with multiple high-growth international companies. Christine joined Capgemini, one of the world's largest technology and professional service groups, in 1997 and held a number of roles including CFO of Capgemini UK Plc and for the Global Outsourcing business, CEO of Technology Services North West Europe, Global Head of Corporate Social Responsibility and Executive Chair of Capgemini UK Plc.

Dominic Paul
Chief Executive

Board tenure:
Appointed January 2023

Nationality: British

External appointments:
N/A

Career:
Dominic Paul is an experienced senior executive with a very strong operational and commercial record in the travel, leisure and hospitality sector and has a track record of growing and transforming brands both in the UK and internationally.

Dominic was previously a member of the Whitbread Executive Committee and Managing Director of Costa Coffee for three years, before serving as CEO of Domino's Pizza Group Plc where he led the business through the COVID-19 pandemic, delivered a strong period of sales growth and value creation and aligned all stakeholders behind a growth strategy for the future.

Previously Dominic was Senior Vice President of International with Royal Caribbean Cruise Line, where he led the business through a period of strong growth. His extensive experience in the travel and leisure industry also includes senior roles at easyJet, British Midland and British Airways.

Hemant Patel MBE
Chief Financial Officer

Board tenure:
Appointed March 2022

Nationality: British

External appointments:
- 3i Group PLC (non-executive director)

Career:
Hemant joined Whitbread in 2018 as UK Finance Director, having previously been Finance Director of Greene King Pub Co. He also worked at ASDA-Walmart for 11 years, carrying out various management roles including Commercial Finance Director, Director of Own Label and Director of Strategy. He also had several finance roles over six years at Mars, Inc.

He was Chair of the Royal Armouries Museum and was awarded an MBE for services to Museums and Heritage in the 2020 birthday honours list. He also received the Arts and Business Individual of the Year award in 2007 for his work with Interplay Theatre.

Richard Gillingwater (N) (R)
Senior Independent Director

Board tenure:
Appointed June 2018

Nationality: British

External appointments:
- Spirax Group plc (independent non-executive director and Senior independent director)
- Wellcome Trust (Chair of the Investment Committee)

Career:
Richard was Chairman of Janus Henderson Group plc from 2017 to the end of 2022, and served as a non-executive director of Helical PLC and was former Pro-Chancellor of the Open University. Richard also served as Chairman on SSE PLC from 2015 to 2021.

Richard is a highly experienced executive and has spent much of his career in corporate finance and investment banking with Kleinwort Benson, BZW and Credit Suisse First Boston, before he moved out of banking and became Chief Executive of the Shareholder Executive and then Dean of Bayes Business School.

Kal Atwal (N) (R)
Independent non-executive director

Board tenure:
Appointed March 2021

Nationality: British

External appointments:
- OSB Group PLC (non-executive director)

Career:
Kal has over 14 years' executive experience at BGL Group Limited in various roles, including founding managing director of comparethemarket.com. Kal was also Chair of Simply Cook, a tech-enabled meal kit subscription service prior to its sale to Nestle.

Kal began her career at EY in Madrid, after which she held a number of operational and strategic roles with Southern Derbyshire Chamber and Northcliffe Media Ltd.

Kal is an experienced strategic leader with international experience in start-up, scale-up, fintech and digital businesses.

Karen Jones DBE (N) (R)
Independent non-executive director

Board tenure:
Appointed January 2023

Nationality: British

External appointments:
- The Crown Estate (Chair and Senior Non-executive Director of the Board and Chair of the Sustainability Committee)
- Underdog Group Limited (Hawksmoor – Chair)
- Imbiba Growth LLP (Advisory Board Member)
- Bricks and Fuel Limited (Director)
- National Theatre Enterprises Ltd (Chair)
- Federal Café Limited (Chair)
- Abode JV GP Limited (Chair)
- Punch Pubs Limited (Advisor)

Career:
Karen is Senior Independent Director at The Crown Estate and the Chair at Hawksmoor. Karen previously served as Senior Independent Director at Deliveroo PLC, Executive Chair at Prezzo and Senior Independent Director at Booker plc.

Karen has a wealth of experience in the restaurant, food and hospitality sectors having founded Café Rouge and led the formation of Spirit Group as CEO. Karen also has strong experience in executive remuneration, having previously chaired the remuneration committees at ASOS Plc, Booker plc and Deliveroo plc.

Cilla Snowball DBE (N A)

Independent non-executive director

Board tenure:
Appointed January 2023

Nationality: British

External appointments:
- University of Birmingham (Deputy Pro Chancellor and Chair of the remuneration committee)
- Wellcome Trust (Governor)

Career:
Cilla Snowball has a wealth of advertising, marketing and digital experience, being made a Dame in 2017 for her services to advertising, diversity and equality.

Cilla started her career in advertising and served as Group Chief Executive at Abbott Mead Vickers BDDO Ltd from 2006 to 2018, also sitting on the BBDO Worldwide Board, and Chair of both the Advertising Association and the Women's Business Council.

Frank Fiskers (R N A)

Independent non-executive director

Board tenure:
Appointed February 2019

Nationality: Danish

External appointments:
- Shurgard Self Storage SA (non-executive director)

Career:
Frank spent ten years with Scandic Hotels Group and served twice as President & CEO from 2007 to 2010 and from 2013 to 2018. Between September 2010 and September 2012, he was a non-executive director at the Group. He has experience in several countries in Europe and Africa.

Frank has served as Chairman of Norstedt and AkademibokhandIn. He has also served as a board member of the Swedish Hospitality Employers Association, the British Hospitality Association, and Shurgard Self Storage SA.

Horst Baier (N A)

Independent non-executive director

Board tenure:
Appointed November 2019

Nationality: German

External appointments:
- Bayer AG (Member of Supervisory Board)
- Ecclesia Holding GmbH (Member of the Voluntary Supervisory Board)

Career:
Horst was Chief Financial Officer of TUI AG, previously London-listed Anglo-German leisure travel group for eight years until the end of September 2018. During his time at TUI AG, Horst played an important role in TUI's transformation from a tour operator to a global provider of holidays.

Jonathan Howell (A N)

Independent non-executive director

Board tenure:
Appointed January 2026

Nationality: British

External appointments:
- Experian Plc (non-executive director and Chair of Audit Committee)

Career:
Jonathan was the Group Chief Financial Officer of The Sage Group plc from 2018 to 2025. Prior to that he was Group CFO of Close Brothers Group plc for ten years. Jonathan also served as the Group CFO of The London Stock Exchange Group for nine years. The early part of Jonathan's career was at Price Waterhouse where he qualified as a chartered accountant.

Jonathan is a non-executive director and Chair of the Audit Committee at Experian plc and previously served as a Non-Executive Director and as Chair of the Audit and Risk Committee at Sage from 2013 to 2018, before becoming the Group CFO.

Shelley Roberts (A N)

Independent non-executive director

Board tenure:
Appointed November 2023

Nationality: Austrian

External appointments:
- Compass Group (Chief Commercial Officer)

Career:
Shelley is currently the Group Chief Commercial Officer at Compass Group PLC, where she is responsible for leading the Group's Global Clients, Strategy, M&A, Health & Safety, Sustainability, Digital and Procurement functions.

Shelley has vast experience in the travel and hospitality sector, having served as Managing Director of Compass Group's Australian business and previous to this holding leadership roles at EasyJet, Tiger Airways and Sydney Airport.

Clare Thomas

General Counsel and Company Secretary

Board tenure:
Appointed June 2023

Nationality: British

External appointments:
N/A

Career:
Clare Thomas joined Whitbread as General Counsel and Company Secretary in June 2023, having previously held a similar position at Britvic from 2013 to 2023. Prior to this, she was a corporate/M&A partner at law firm Addleshaw Goddard LLP, where she had a particular focus on working with consumer-facing businesses in retail, consumer brands, leisure and hospitality.

As well as being General Counsel and Company Secretary, Clare is also the Executive Committee member responsible for Whitbread's sustainability programme, Force for Good.

Key:

- (A) Audit Committee
- (N) Nomination Committee
- (R) Remuneration Committee
- Committee Chair
- Committee member

WHITBREAD PLC

Whitbread Court
Houghton Hall Business Park
Porz Avenue
Dunstable
Bedfordshire
LU5 5XE

www.whitbread.co.uk/investors